

**UNITED STATES DISTRICT COURT
FOR THE DISTRICT OF PUERTO RICO**

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In re: :
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THE FINANCIAL OVERSIGHT AND : PROMESA
MANAGEMENT BOARD FOR PUERTO RICO, : Title III
:
as representative of : Case No. 17-BK-3283 (LTS)
:
THE COMMONWEALTH OF PUERTO RICO *et al.*, : (Jointly Administered)
:
Debtors.¹ :
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In re: :
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THE FINANCIAL OVERSIGHT AND : PROMESA
MANAGEMENT BOARD FOR PUERTO RICO, : Title III
:
as representative of : Case No. 17-BK-4780 (LTS)
:
PUERTO RICO ELECTRIC POWER AUTHORITY : **This filing relates only to**
: **Case No. 17-BK-4780 (LTS)**
:
Debtor. :
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**URGENT MOTION OF OFFICIAL COMMITTEE OF UNSECURED CREDITORS TO
FILE UNDER SEAL UNREDACTED OMNIBUS MOTION TO COMPEL
PRODUCTION OF DOCUMENTS IN CONNECTION WITH PREPA RSA RULE 9019
SETTLEMENT MOTION**

¹ The Debtors in these Title III cases, along with each Debtor's respective Title III case number and the last four (4) digits of each Debtor's federal tax identification number, as applicable, are the (i) Commonwealth of Puerto Rico (Bankruptcy Case No. 17-BK-3283 (LTS)) (Last Four Digits of Federal Tax ID: 3481); (ii) Puerto Rico Sales Tax Financing Corporation ("COFINA") (Bankruptcy Case No. 17-BK-3284 (LTS)) (Last Four Digits of Federal Tax ID: 8474); (iii) Puerto Rico Highways and Transportation Authority ("HTA") (Bankruptcy Case No. 17-BK-3567 (LTS)) (Last Four Digits of Federal Tax ID: 3808); (iv) Employees Retirement System of the Government of the Commonwealth of Puerto Rico ("ERS") (Bankruptcy Case No. 17-BK-3566 (LTS)) (Last Four Digits of Federal Tax ID: 9686); and (v) Puerto Rico Electric Power Authority ("PREPA") (Bankruptcy Case No. 17-BK-4780 (LTS)) (Last Four Digits of Federal Tax ID: 3747) (Title III case numbers are listed as Bankruptcy Case numbers due to software limitations).

To the Honorable United States Magistrate Judge Judith Gail Dein:

The Official Committee of Unsecured Creditors of all Title III debtors (the “Committee”) submits this *Urgent Motion Of Official Committee Of Unsecured Creditors To File Under Seal Unredacted Omnibus Motion To Compel Production Of Documents In Connection With PREPA RSA Rule 9019 Settlement Motion* (the “Motion to Seal”), and hereby states as follows:

RELIEF REQUESTED

1. The Committee has already filed a public, partially-redacted version of its *Official Committee Of Unsecured Creditors’ Omnibus Motion To Compel Production Of Documents In Connection With PREPA RSA Rule 9019 Settlement Motion* [Case No. 17-3283, Dkt. No. 7204; Case No. 17-4780, Dkt. No. 1269] (the “Motion”). This Motion to Seal seeks the Court’s permission to file the full, unredacted version of the Motion under seal to prevent the public disclosure of certain information that the Committee’s counsel received from the Federal Oversight and Management Board for Puerto Rico’s counsel on a confidential basis.

JURISDICTION AND VENUE

2. The United States District Court for the District of Puerto Rico has subject matter jurisdiction over this matter pursuant to section 306(a) of PROMESA. Venue is proper pursuant to section 307(a) of PROMESA.

3. The statutory basis for the relief requested herein is found in sections 105(a) of the Bankruptcy Code and Bankruptcy Rule 9018, made applicable to the Title III cases by sections 301(a) and 310 of PROMESA, and Local Rule 9018-1 of the Local Bankruptcy Rules for the United States Bankruptcy Court for the District of Puerto Rico (the “Local Rules”).

BASIS FOR RELIEF REQUESTED

4. On June 3, 2019, the Committee filed a public, partially-redacted version of the Motion. The Motion asks the Court to order that certain parties produce documents responsive

to document requests served by the Committee in relation to the *Joint Motion Of Puerto Rico Electric Power Authority And AAFAF Pursuant To Bankruptcy Code Sections 362, 502, 922, And 928, And Bankruptcy Rules 3012(A)(1) And 9019 For Order Approving Settlements Embodied In The Restructuring Support Agreement And Tolling Certain Limitations Periods* (Case No. 17-BK-4780-LTS, Dkt. No. 1235) (the “9019 Motion”). In seeking this relief, the Committee describes in the Motion some of the negotiations regarding the Definitive Restructuring Support Agreement (the “RSA”), dated as of May 3, 2019, that is the subject of the 9019 Motion.

5. In particular, the Committee discusses, quotes from, and otherwise refers to certain purportedly confidential and privileged documents relating to the RSA negotiations. The Committee’s counsel originally received these documents from the Oversight Board’s counsel on the basis that they be kept confidential and professional eyes only.

6. To preserve the confidential and professional eyes only status of the materials, the Committee accordingly requests that the Court grant the Motion to Seal and allow the Committee to file under seal the full, unredacted version of the Motion. *See* FED. R. BANKR. P. 9018 (the court may “make any order which justice requires” in order to, among other things, “protect the estate or any entity in respect of a trade secret or other confidential research, development, or commercial information” or to “protect governmental matters that are made confidential by statute or regulation”). At any point at which the court orders that the full, unredacted version of the Motion be filed on the public docket, the Committee will do so.

7. Counsel for the Committee has informed counsel for the Oversight Board concerning (i) the materials it wishes to file under seal, and (ii) the relief being sought in the Motion to Seal, and requested that counsel for the Oversight Board inform counsel for the

Committee it has any opposition to this motion to seal. Counsel for the Oversight Board has not so informed counsel for the Committee that it has any objection.

NOTICE

8. Notice of this Motion has been provided to the following entities, or their counsel, if known: (i) the U.S. Trustee; (ii) the Office of the United State Attorney for the District of Puerto Rico; (iii) the Oversight Board; (iv) the Puerto Rico Fiscal Agency and Financial Advisory Authority; (v) the Official Committee of Retired Employees of the Commonwealth of Puerto Rico; (vi) the insurers of the bonds issued or guaranteed by the Debtors; (vii) counsel to certain ad hoc groups of holders of bonds issued or guaranteed by the Debtors; (viii) Citigroup Global Markets, Inc.; (ix) Filsinger Energy Partners, (ix) Ankura Consulting Group; and (x) all parties that have filed a notice of appearance in the above-captioned title III cases.

CERTIFICATION

9. Pursuant to Local Rule 9013-1 and paragraph I.H of the Eighth Amended Case Management Procedures [Docket No. 4866-1], the Committee hereby certifies that it has (a) carefully examined the matter and concluded that there is a true need for an urgent hearing; (b) not created the urgency through a lack of due diligence; (c) made a bona fide effort to resolve the matter without a hearing; (d) made reasonable, good faith communications in an effort to resolve or narrow the issues being brought to the court; and (e) conferred with the parties, who do not oppose the relief requested herein.

CONCLUSION

10. For the reasons stated above, the Committee requests that the Court grant the Motion to Seal and permit the filing of the full, unredacted version of the Motion under seal, restricting access to counsel for the Committee and the Oversight Board.

WHEREFORE, the Committee respectfully requests that this Court enter an order, substantially in the form attached hereto as **Exhibit A**, granting the relief requested herein, and granting the Committee such other relief as this Court deems just and proper.

Dated: June 3, 2019

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- and -

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